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**Via ECF and FedEx**

The Honorable William H. Pauley III  
United States District Court  
500 Pearl Street  
New York, NY 10007

**Re: *Cengage Learning, Inc. v. Book Dog Books, LLC*, 1:16-cv-7123 (WHP)(GWG)**

Dear Judge Pauley:

On behalf of Plaintiffs in the above referenced action, we write to request leave pursuant to the Court's Individual Practice V.A to file certain documents under seal. Attached to this letter is a proposed redacted version of Plaintiffs' Reply Memorandum of Law in Support of their Motion for an Adverse Inference Instruction, with proposed redacted exhibits. Additionally, on October 31, 2017, Plaintiffs filed a redacted version of their Memorandum of Law in Support of Plaintiffs' Motion for an Adverse Inference Instruction, with some exhibits redacted. (ECF No. 175.)

Both Memoranda discuss in detail and attach as exhibits documents and testimony regarding Defendants' financials that Defendants have designated as Highly Confidential pursuant to the protective order in place in this case. (ECF No. 32.) Plaintiffs requested leave from Defendants to publicly file an unredacted version of ECF No. 175, to which Defendants have not yet responded.

Accordingly, so as not to infringe Defendants' rights under the protective order, Plaintiffs respectfully request permission to 1) file unredacted versions of ECF No. 175 and Plaintiffs' attached Reply under seal; and 2) publicly file a redacted version of Plaintiffs' Reply. In accordance with the Court's Individual Practices, Plaintiffs will provide the Court by email with unredacted versions of the relevant documents showing proposed redactions.

Respectfully submitted,  
/s/ Matthew J. Oppenheim  
Matthew J. Oppenheim

cc: All attorneys via ECF